

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re: : In Proceedings for
: A Reorganization Under Chapter 11
:
: Case No. 05-44481
: Jointly Administered
Delphi Automotive Systems LLC, et al. :
Debtor :

PROOF OF CLAIM Number 2653

NOTICE OF TRANSFER OF CLAIM PURSUANT TO F.R.B.P RULE 3001(E)(2)
FOR FILED CREDITOR, Auto/Con Corp.,
IN THE PROOF OF CLAIM AMOUNT OF \$97,403.50,
TO Midtown Claims LLC

TO Transferor: Auto/Con Corp.
18901 Fifteen Mile Road
Clinton Township, MI 48035
Attention: T.S. Givens, JD
General Counsel
Direct Phone: 586-723-1909
Direct Fax: 586-723-1908
tgivens@metalase.com

PLEASE TAKE NOTICE that the transfer of \$97,403.50 of the above-captioned general unsecured claim has been transferred to:

TO Transferee: Midtown Claims LLC
Attention: Meghan Slow
65 East 55th Street, 19th Floor
New York, NY 10022
Facsimile: (212) 371-4318

The Transfer Agreement is attached as Exhibit A hereto. No action is required if you do not object to the transfer of your claim. However, **IF YOU OBJECT TO THE TRANSFER OF YOUR CLAIM, WITHIN 20 DAYS OF THE DATE OF THIS NOTICE, YOU MUST: FILE A WRITTEN OBJECTION TO THE TRANSFER** with:

Attention: Deputy Clerk
United States Bankruptcy Court Southern District of New York
Alexander Hamilton Custom House
One Bowling Green
New York, New York 10004-1408

SEND A COPY OF YOUR OBJECTION TO THE TRANSFEE.

Refer to **INTERNAL CONTROL NO.** _____ in your objection. If you file an objection, a hearing will be scheduled. **IF YOUR OBJECTION IS NOT TIMELY FILED, THE TRANSFEE WILL BE SUBSTITUTED ON OUR RECORDS AS THE CLAIMANT IN THIS PROCEEDING.**

FOR CLERK'S OFFICE USE ONLY:

This notice was mailed to the first named party, by first class mail, postage prepaid on _____, 2006. INTERNAL CONTROL NO. _____

Copy: (check) Claims Agent ___ Transferee ___ Debtor's Attorney ___

Deputy Clerk

manager of Assignee shall be personally liable for any obligation or liability of Assignee under this Agreement; and (ii) all obligations and liabilities of Assignee under this Agreement are enforceable solely against Assignee and Assignee's assets and not against any assets of any member, executive manager or manager of Assignee.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement by their duly authorized representatives as of this the 1st day of MAY, 2006.

ASSIGNOR:

Auto/Con Corp.

By: Ronald R. Matheson

Name: Ronald R. Matheson

Title: President

Authorized Signatory

ASSIGNEE:

Midtown Claims LLC

By: Anthony Yozeloff

Name: Anthony Yozeloff

Title: Managing Member

Authorized Signatory

**[SCHEDULE 1 AND EXHIBITS "A", "B", "C" and "D" ARE
ATTACHED HERETO ON FOLLOWING PAGES]**

EXHIBIT "D"
ASSIGNMENT OF CLAIM AGREEMENT
BETWEEN AUTO/CON CORPORATION AND MIDTOWN CLAIMS, LLC

EVIDENCE OF TRANSFER OF CLAIM
TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Auto/Con Corp. ("Assignor") hereby unconditionally and irrevocably sells, transfers and assigns to Midtown Claims LLC (the "Assignee") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code), against Delphi Automotive Systems LLC (the "Debtor"), Debtor in Case No. 05-44481 ("Case") Jointly Administered, pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

Assignor hereby waives any objection to the transfer of the claim to Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Assignor transferring to Assignee the foregoing claim, recognizing Assignee as the sole owner and holder of the claim, and directing that all payments or distributions of money or property in respect of the claim be delivered or made to the Assignee.

IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this 1st day of May, 2006.

ASSIGNOR:

Auto/Con Corp.

By: Ronald R. Matheson
Authorized Signatory
Name: **RONALD R. MATHESON**
Title: **PRESIDENT**

ASSIGNEE:

Midtown Claims, LLC

By: Anthony Yoseloff
Authorized Signatory
Name: **Anthony Yoseloff**
Title: **Managing Member**

WITNESS

By: T.S. Givens
Name: **T.S. GIVENS, J.D.**
Title: **GENERAL COUNSEL**

EXHIBIT

D